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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**1ORDER PURSUANT TO 11 U.S.C. § 105, FED. R. BANKR. P. 7062
AND 9014, AND FED. R. CIV. P. 62(B) FOR A STAY EFFECTIVE
AS OF JUNE 11, 2009 AND PENDING DISPOSITION OF MOTION OF
THE DEBTORS FOR ORDER (I) PURSUANT TO 11 U.S.C. § 105 AND
FED. R. BANKR. P. 9020 (A) FINDING CREATIVE REALTY
MANAGEMENT LLC IN CIVIL CONTEMPT AND (B) COMPELLING
COMPLIANCE WITH ORDER AND IMPOSING SANCTIONS FOR
VIOLATIONS THEREOF, OR (II) GRATING THE DEBTORS RELIEF
UNDER FED. R. BANKR. P. 9024 AND FED. R. CIV. P. 60 FROM
ORDER ASSUMING, ASSIGNING AND SELLING CERTAIN LEASES TO
CREATIVE REALTY MANAGEMENT LLC**

Upon consideration of the motion (the "Stay Motion")¹ of the Debtors for entry of an order, pursuant to section 105(a) of title 11, United States Code (the "Bankruptcy Code"), Rules 7062 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 62(b) of the Federal Rules of Civil Procedure (the "Federal Rules") for entry of an order (the "Stay Order") staying the Order Authorizing Debtors to Assume, Assign and Sell Unexpired Lease and Sublease of Non-Residential Real Property entered on June 10, 2009 (the "Assignment Order") effective as of June 11, 2009, and pending disposition of the Motion of the Debtors For an Order (I) Pursuant To 11 U.S.C. § 105 And Fed. R. Bankr. P. 9020 (A) Finding Creative Realty Management LLC In Civil Contempt And (B) Compelling Compliance With Order And Imposing Sanctions For Violations Thereof, Or (II) Grating The Debtors Relief Under Fed. R. Bankr. P. 9024 And Fed. R. Civ. P. 60 From Order Assuming, Assigning And Selling Certain Leases To Creative Realty Management LLC (the "Rule 60 Motion"); and the Court having reviewed the Stay Motion; and the Court having determined that

¹ Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Stay Motion.

the relief requested in the Stay Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the parties having reached an agreement concerning certain matters related to the Stay Motion and the Rule 60 Motion and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Stay Motion is GRANTED.
2. The Assignment Order is stayed effective as of June 11, 2009, and pending final disposition of the Rule 60 Motion.
3. The hearing on the Rule 60 Motion shall occur on July 6, 2009 at 2:00 p.m. (ET).
4. Within 3 business days of entry of this Order (the "Payment Date"), the Debtors shall pay to Simon Property Group (Illinois) LP (the "Landlord") under the lease dated September 19, 1986 between Landlord, as successor in interest to C.Y.A., Inc. and

Circuit City Stores, Inc., as successor in interest to Service Merchandise Company, Inc. (as may have been amended, assigned, supplemented or extended from time to time, the "Lease") (i) June 2009 rent, in the amount of \$10,833.33 ("June Rent"), and (ii) July rent under the Lease in the amount of \$10,883.30 ("July Rent"). The June and July Rent shall not be subject to setoff, offset, recoupment, or other defenses and shall be sent to the following address:

Simon Property Group (IL) LP
0313 Simon Property Ct - SPG (IL) LP
7625 Reliable Parkway
Chicago, IL 60686-0076

5. By no later than the Payment Date, Dollar Tree Stores, Inc. (the "Subtenant") shall pay to the Debtors under the lease dated January [undated], 2004 between Circuit City Stores, Inc. and Subtenant (i) June rent in the amount of \$9,100.44 ("June Subtenant Rent"), CAM in the amount of \$1,400.00, insurance in the amount of \$129.17, and taxes in the amount of \$2,248.95, which amounts total \$12,778.56 (such total, "June Subtenant Payment"), and (ii) July rent in the amount of \$9,100.44 ("July Subtenant Rent"), CAM in the amount of \$1,400.00,

insurance in the amount of \$129.17, and taxes in the amount of \$2,248.95, which amounts total \$12,778.56 (such total, "July Subtenant Payment"). The June and July Subtenant Payments shall not be subject to setoff, offset, recoupment, or any other defense and shall be sent to the following address:

Circuit City Stores, Inc.
P.O. Box 5695
Glen Allen, VA 23058-5695

6. By no later than the Payment Date, Creative Realty Management, LLC shall pay to the Debtors (i) the difference between prorated June Rent and the prorated portion of June Subtenant Rent equal to 22 days, which amount totals \$1,270.76 (the "CRM June Payment"), and (ii) the difference between July Rent and July Subtenant Rent, which amount totals \$1,732.86 (the "CRM July Payment"). The CRM June and July Payments shall not be subject to setoff, offset, recoupment, or any other defense and shall be sent to the following address:

Circuit City Stores, Inc.
P.O. Box 5695
Glen Allen, VA 23058-5695

7. In consideration of the foregoing and notwithstanding anything in the Bankruptcy Code, Bankruptcy Rules, applicable non-bankruptcy law, or orders of this Court to the contrary, the Subtenant shall be entitled to quiet enjoyment of the premises located at 340 West Army Trail Road in Bloomingdale, Illinois through and including July 31, 2009 and shall be liable for no additional rental (base rent and additional rent) obligations to any party for the June and July 2009 periods.

8. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

9. This Court retains jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: Richmond, Virginia
June __, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/Douglas M. Foley

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